



8/100809070
One James Center
Richmond, Virginia 23219
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LOUIS G. RECHER
Assistant General Counsel

RECORDATION NO. 12373-C
FILED 1475

OCT 10 1995 3 31 PM

INTERSTATE COMMERCE COMMISSION October 4, 1995

Vernon A. Williams, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

RECEIVED
OFFICE OF THE
SECRETARY
OCT 10 3 31 PM '95
LICENSING BRANCH

Dear Mr. Williams:

On behalf of CSX Transportation, Inc. ("CSXT," successor by merger to The Baltimore and Ohio Railroad Company ("B&O")), enclosed for filing and recordation under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are four (4) counterparts of a Release and Satisfaction and Bill of Sale, dated as of September 18, 1995, executed by The Bank of New York, as Successor Agent to Mercantile-Safe Deposit and Trust Company, as Agent under a certain Conditional Sale Agreement, dated as of September 15, 1980, between each of Fruit Growers Express Company, The Chessie Corporation and B&O. The Conditional Sale Agreement was filed with the Interstate Commerce Commission (the "ICC") on October 30, 1980, and assigned Recordation No. 12373. A Supplemental Agreement, dated as of October 30, 1980, to the Conditional Sale Agreement was filed with the ICC on November 7, 1980, and assigned Recordation No. 12373-A. A related Amended and Restated Finance Agreement and Amendment, dated as of March 1, 1983, was filed with the ICC on March 21, 1983, and assigned Recordation No. 12373-B.

The names and addresses of the parties are as follows:

Agent: The Bank of New York
101 Barclay Street - 21st Floor
New York, New York 10286

CSXT: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

Enclosed is a check in the amount of \$21.00 in payment of the filing fee.

Once this filing has been made, please return to the undersigned time-stamped copies of the Release not needed for your files, together with a time-stamped copy of this letter of transmittal (which is attached for your convenience), the fee receipt and a copy of the letter from the Interstate Commerce Commission acknowledging the filing.

Thanking you in advance for your assistance, I am

Very truly yours,

A handwritten signature in cursive script, reading "Louis L. Reche". The signature is written in dark ink and is positioned to the right of the typed name "Louis L. Reche".

LGR/dlf

Copy - John C. Eccleston



Interstate Commerce Commission
Washington, D.C. 20423-0001

10/10/95

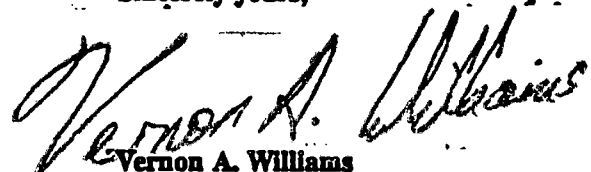
Office Of The Secretary

Louis G. Recher
Assistant General Counsel
CSX Corporation
One James Center
Richmond, VA. 23219

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/10/95 at 3:35PM, and assigned recordation number(s). 12373-C.

Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

(0100809070)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature 

RECORDATION NO. 12373-C FILED 1425
OCT 10 1995 -3 55 PM
INTERNATIONAL FINANCE COMMISSION

Counterpart No. 1
Of 4 Counterparts

RELEASE AND SATISFACTION AND BILL OF SALE

THE BALTIMORE AND OHIO RAILROAD CONDITIONAL SALE AGREEMENT

DATED AS OF SEPTEMBER 15, 1980, AMENDED AND RESTATED FINANCE

AGREEMENT AND AMENDMENT DATED AS OF MARCH 1, 1983

KNOW ALL MEN BY THESE PRESENTS that The Bank of New York, as Successor Agent to Mercantile-Safe Deposit and Trust Company, as Agent, under a certain Conditional Sale Agreement dated as of September 15, 1980, Amended and Restated Finance Agreement dated as of March 1, 1983, among Fruit Growers Express Company, Chessie Corporation and The Baltimore and Ohio Railroad Company, hereby certifies that all of the \$4,975,136.00 Conditional Sale Indebtedness, with interest thereon at the rate of 12.00% per annum, has been fully paid or payment provided for, and all of the obligations under said Conditional Sale Agreement have been fully complied with and performed.

WHEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration:

The Bank of New York, as Successor Agent to Mercantile Safe Deposit and Trust Company, does hereby declare said Conditional Sale Agreement dated as of September 15, 1980 to be satisfied and canceled and does consent that the same be discharged of record, and further The Bank of New York does hereby sell, assign, convey, transfer, set over, release and quitclaim without warranty or guaranty of any kind, express or implied, unto CSX Transportation, Inc. (successor by merger to The Baltimore and Ohio Railroad Company) all of its rights, title and interest in and to all of the railroad equipment of every character included in the said Conditional Sale Agreement and now held by The Bank of New York.

IN WITNESS WHEREOF, The Bank of New York has caused these presents to be executed in its name by one of its Vice Presidents thereunto duly authorized and its corporate seal to be hereunto affixed and attested by its ~~Asst. Vice President~~ as of this 18th day of September, 1995.

ATTEST:

THE BANK OF NEW YORK,
as Successor Trustee to
MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent


By: [Signature]

By: [Signature]

Vice President

STATE OF NEW YORK)
) SS.:
CITY OF NEW YORK)

On this 18th day of September 1995,
before me personally appeared William T. Cunningham to me
personally known, who, being by me duly sworn, says that
he/she is a Vice President of The Bank of New York, that the
seal affixed to the foregoing instrument is the seal of said
corporation, that said instrument was signed and sealed on
behalf of the corporation by authority of its Board of
Directors and he/she acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.



Notary Public

RELSALEN

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 1996

